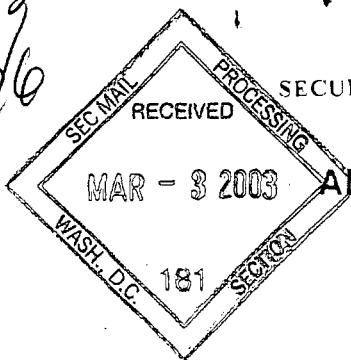


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OMB APPROVAL	
OMB Number:	3235-0123
Expires:	October 31, 2004
Estimated average burden	
hours per response	12.00

ANNUAL AUDITED REPORT FORM X-17A-5 PART III

SEC FILE NUMBER
8-51757

FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING 01/01/02 AND ENDING 12/31/02
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Premier Group, Inc.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

8610 Broadway, Ste. 100

(No. and Street)

San Antonio

(City)

Texas

(State)

78217

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Gibbons, Vogel & Co.

(Name - if individual, state last, first, middle name)

8610 N. New Brantels, Ste. 400, San Antonio, Texas 78217

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

- ☒ Certified Public Accountant
- ☐ Public Accountant
- ☐ Accountant not resident in United States or any of its possessions.

FOR OFFICIAL USE ONLY

PROCESSED

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*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

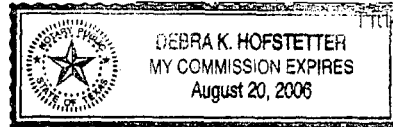
OATH OR AFFIRMATION

I, Hugh J. Graham, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Premier Group, Inc., as of 2-24, 20 03, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

Signature

President

Debra K. Hofstetter
Notary Public



This report ** contains (check all applicable boxes):

- ☒ (a) Facing Page.
- ☒ (b) Statement of Financial Condition.
- ☒ (c) Statement of Income (Loss).
- ☒ (d) Statement of Changes in Financial Condition.
- ☒ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- ☒ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☒ (g) Computation of Net Capital.
- ☒ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☒ (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- ☒ (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-3 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☒ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- ☒ (l) An Oath or Affirmation.
- ☐ (m) A copy of the SIPC Supplemental Report.
- ☐ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

**For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

THE PREMIER GROUP, INC.

FINANCIAL STATEMENTS
DECEMBER 31, 2002

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GIBBONS, VOGEL & CO.

A PROFESSIONAL CORPORATION
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To The Board of Directors,
The Premier Group, Inc.:

We have audited the accompanying statement of financial condition of The Premier Group, Inc. (a Texas Corporation) as of December 31, 2002, and the related statements of operations, changes in shareholder's equity, and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial condition of The Premier Group, Inc. as of December 31, 2002, and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedules I and II is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by Rule 17a-5 of the Securities and Exchange Commission. The information contained in Schedules I and II has been subjected to the auditing procedures applied in our audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

January 23, 2003
San Antonio, Texas

Gibbons, Vogel & Co.

THE PREMIER GROUP, INC.

STATEMENT OF FINANCIAL CONDITION

DECEMBER 31, 2002

ASSETS

CURRENT ASSETS:

Cash	\$ 21,331
Employee advances, net of allowance of \$18,501	21,900
Accounts receivable	5,250
Prepaid expenses	64
Deferred tax asset	2,775
Total current assets	<u>\$ 51,320</u>

LIABILITIES AND SHAREHOLDER'S EQUITY

CURRENT LIABILITIES:

Federal income tax payable	\$ 4,116
State income tax payable	1,235
Total current liabilities	<u>5,351</u>

SHAREHOLDER'S EQUITY:

Common stock, no par value, 100,000 shares authorized, 1,000 shares issued and outstanding	25,000
Paid-in capital	15,492
Retained earnings	5,477
Total liabilities and shareholder's equity	<u>\$ 51,320</u>

The accompanying notes are an integral part of this financial statement.

THE PREMIER GROUP, INC.

STATEMENT OF OPERATIONS

FOR THE YEAR ENDED DECEMBER 31, 2002

REVENUES:

Fee Income	\$ 888,900
------------	------------

GENERAL AND ADMINISTRATIVE EXPENSES:

Salaries, commissions and benefits	830,196
Licenses and fees	19,327
Professional fees	3,575
Bad debt expense	18,501
Office expenses	2,629
Advertising	4,500
	<u>878,728</u>

INCOME BEFORE INCOME TAXES

10,172

INCOME TAX EXPENSE (BENEFIT):

Current federal tax expense	4,116
Deferred federal income tax benefit	(2,775)
State income tax expense	1,235
	<u>2,576</u>

NET INCOME

\$ 7,596

The accompanying notes are an integral part of this financial statement.

THE PREMIER GROUP, INC.

STATEMENT OF CHANGES IN SHAREHOLDER'S EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2002

	<u>COMMON STOCK</u>	<u>PAID-IN CAPITAL</u>	<u>RETAINED EARNINGS (DEFICIT)</u>	<u>TOTAL</u>
BALANCE , December 31, 2001	\$ 25,000	\$ 5,492	\$ (2,119)	\$ 28,373
ADDITIONAL PAID-IN CAPITAL	-	10,000	-	10,000
NET INCOME	<u>-</u>	<u>-</u>	<u>7,596</u>	<u>7,596</u>
BALANCE , December 31, 2002	<u><u>\$ 25,000</u></u>	<u><u>\$ 15,492</u></u>	<u><u>\$ 5,477</u></u>	<u><u>\$ 45,969</u></u>

The accompanying notes are an integral part of this financial statement.

THE PREMIER GROUP, INC.

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2002

CASH FLOWS FROM OPERATING ACTIVITIES:

Net income	\$ 7,596
Adjustments to reconcile net income to net cash used by operating activities:	
Non cash expenses-bad debts	18,501
Deferred federal income tax benefit	(2,775)
Increase in accounts receivable	(34,971)
Decrease in accounts payable and accrued expenses	(10,000)
Increase in taxes payable	3,430
Decrease in concessions payable	(2,520)
Net cash used by operating activities	<u>(20,739)</u>

CASH FLOWS FROM INVESTING ACTIVITIES:

Proceeds from additional paid in capital	<u>10,000</u>
Net cash provided by investing activities	<u>10,000</u>

NET DECREASE IN CASH (10,739)

CASH, beginning of period 32,070

CASH, end of period \$ 21,331

The accompanying notes are an integral part of this financial statement.

THE PREMIER GROUP, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2002

(1) SIGNIFICANT ACCOUNTING POLICIES-

General-

The Premier Group, Inc. was formed in April 1999 for the purpose of selling direct participation oil and gas programs for drilling companies in Texas. During 2002, the Company sold programs for Premier Minerals, Inc. (Premier). The 100% shareholder of the Company is an employee, shareholder and officer of Premier.

Estimates-

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash flows-

For purposes of the statement of cash flows, the Company considers cash and cash equivalents to include cash on hand, demand deposits, and certificates of deposit or other highly liquid investments with original maturities of three months or less.

Income tax-

Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due plus deferred taxes related primarily to differences between the basis of assets for financial and income tax reporting. The deferred tax assets and liabilities represent the future tax return consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled. Deferred taxes are also recognized for operating losses that are available to offset future taxable income.

(2) FEDERAL INCOME TAX-

At December 31, 2002, there are no material differences, other than the allowance for doubtful accounts, between net income for financial reporting purposes and net taxable income. A deferred tax asset has been recognized for this allowance. A reconciliation of the 2002 income tax expense to the amount computed by applying the statutory federal income tax rate of 34% is summarized below:

Income tax expense at statutory rate	\$ 3,459
Surtax exemption	(1,933)
State tax expense	1,235
Other	(185)
	<u>\$ 2,576</u>

(3) NET CAPITAL REQUIREMENTS-

The Company is subject to the Securities and Exchange Commissions' Uniform Net Capital Rule (Rule 15c3-1), which requires the maintenance of minimum net capital. The Company has elected to use the alternative method, permitted by Paragraph 15c3-1(2) of the rule, which requires that the Company maintain minimum net capital, as defined, of not less than \$5,000. (The net capital rule also provides that equity capital may not be withdrawn or cash dividends paid if resulting net capital would be less than \$5,000.) At December 31, 2002, the Company had net capital, as defined, of \$18,755.

(4) RELATED PARTY TRANSACTIONS-

As discussed in Note 1, the Company derives all of its income from the sale of direct participation oil and gas programs for Premier. Pursuant to this agreement, the Company receives commissions equal to 15% of the total cost of the program units sold by brokers of the Company. Additionally, Premier pays the majority of all operating expenses including rent, salaries and benefits, office supplies and utilities.

Included in employee receivables at December 31, 2002, is \$15,000 in receivables from an officer and shareholder of the Company. This advance does not bear interest and is due within twelve months.

Accounts receivable at December 31, 2002 represents amounts owed to the Company from Premier Minerals, Inc. for commissions earned from collections of drilling unit sales. These amounts are due currently.

THE PREMIER GROUP, INC.COMPUTATION OF NET CAPITAL(AS DEFINED WITHIN SECURITIES ACT OF 1934 RULE 15c3-1)AS OF DECEMBER 31, 2002

TOTAL SHAREHOLDER'S EQUITY FROM STATEMENT OF FINANCIAL CONDITION	\$ 45,969
DEDUCT SHAREHOLDER'S EQUITY NOT ALLOWABLE FOR NET CAPITAL	<u>-</u>
TOTAL SHAREHOLDER'S EQUITY QUALIFIED FOR NET CAPITAL	45,969
ADD:	
A. Liabilities subordinated to claims of general creditors allowable in computation of net capital	-
B. Other allowable credits	<u>-</u>
TOTAL CAPITAL AND ALLOWABLE SUBORDINATED LIABILITIES	<u>45,969</u>
DEDUCTIONS AND/OR CHARGES:	
A. Total non-allowable assets from statement of financial condition	27,214
B. Secured demand note deficiency	-
C. Commodity futures contracts and spot commodities	-
D. Other deductions and/or charges	<u>-</u>
	<u>27,214</u>
NET CAPITAL BEFORE HAIRCUTS ON SECURITIES POSITIONS (HAIRCUTS ON SECURITIES COMPUTED WHERE APPLICABLE)	18,755
A. Contractual securities commitments	-
B. Deficit in securities collateralizing secured demand notes	-
C. Trading and investment securities	-
D. Undue concentrations	-
E. Other	<u>-</u>
NET CAPITAL	<u>\$ 18,755</u>

THE PREMIER GROUP, INC.

COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS
UNDER RULE 15C3-3 OF THE SECURITIES AND EXCHANGE COMMISSION AND

COMPUTATION OF NET CAPITAL UNDER 15c3-1

AS OF DECEMBER 31, 2002

As of December 31, 2002, the Company is exempt from the provision of Rule 15c3-3 under Section 15c3-3(k)(2)(i):

...The provisions of this section shall not be applicable to a broker or dealer... Who carries no margin accounts, promptly transmits all customer funds and delivers all securities received in connection with his activities as a broker or dealer, does not otherwise hold funds or securities for, or owe money or securities to, customers and effectuates all financial transactions between the broker or dealer and his customers through one or more bank accounts, each to be designated as "Special Account for the Exclusive Benefit of Customers of The Premier Group, Inc...."

Computation of Net Capital under Rule 15c3-1:

There were no material differences between Net Capital as presented within Schedule I, herein, and the Company's presentation of Net Capital in Part IIA of Form X-17A-5 as of December 31, 2002.

GIBBONS, VOGEL & CO.

A PROFESSIONAL CORPORATION
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

ON INTERNAL CONTROLS

REQUIRED BY SEC RULE 17a-5

To the Board of Directors,
The Premier Group, Inc.:

In planning and performing our audit of the financial statements and supplemental schedules of The Premier Group, Inc. for the year ended December 31, 2002, we considered its internal controls in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on the internal controls.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company including tests of such practices and procedures that we considered relevant to the objectives stated in Rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under Rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of Rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following: (1) making quarterly securities examinations, counts, verifications and comparisons, (2) recordation of differences required by Rule 17a-13, (3) complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.

The management of the Company is responsible for establishing and maintaining internal controls and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of internal control policies and procedures and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal controls and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with accounting principles generally accepted in the United States of America. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal controls or the practices and procedures referred to above, errors or irregularities may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

Our consideration of the internal controls would not necessarily disclose all matters in the internal controls that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control elements do not reduce to a relatively low level the risk that errors or irregularities in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, we noted no matters involving internal controls, including procedures for safeguarding securities, that we consider to be material weaknesses as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at December 31, 2002, to meet the SEC's objectives.

This report is intended solely for the use of management, the SEC, and New York Stock Exchange and other regulatory agencies which rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and should not be used for any other purpose.

January 23, 2003
San Antonio, Texas

Gibbons, Vogel & Co.